

8point3 Energy Partners LP
Form 4
January 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oceanic Investment Management
LTD

(Last) (First) (Middle)

ST GEORGES COURT, 2ND
FLOOR, UPPER CHURCH
STREET

(Street)

DOUGLAS, Y8 IM1 1EE

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

8point3 Energy Partners LP [CAFD]

3. Date of Earliest Transaction
(Month/Day/Year)

01/20/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Shares representing limited partner interests	01/20/2016		S ⁽¹⁾	30,102 D	\$ 13.59 2,000,737	I	See footnote (2) (3) (4)
Class A Shares representing limited partner	01/21/2016		S ⁽¹⁾	27,403 D	\$ 14.61 1,973,334	I	See footnote (2) (3) (4)

interests

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oceanic Investment Management LTD ST GEORGES COURT, 2ND FLOOR UPPER CHURCH STREET DOUGLAS, Y8 IM1 1EE		X		
Oceanic Hedge Fund C/O OCEANIC HEDGE FUND UGLAND HOUSE, P.O. BOX 309 GRAND CAYMAN, E9 KY1-1104		X		
Oceanic Opportunities Master Fund, L.P. MAPLES CORPORATE SERVICES LTD UGLAND HOUSE, PO BOX 309 GRAND CAYMAN, E9 KY1-1104		X		

Signatures

/s/ Cato Brahde, (1) individually; (2) as managing director of (a) Tufton Oceanic (Isle of Man) Limited, and (b) Oceanic Investment Management Limited; and (3) as manager of Oceanic Hedge Fund

01/22/2016

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__Signature of Reporting Person

Date

Oceanic Opportunities GP Limited, /s/ Anthony Haynes, Authorized Signatory

01/22/2016

__Signature of Reporting Person

Date

Oceanic Opportunities Master Fund, L.P., By: Oceanic Opportunities GP Limited, its General Partner, /s/ Anthony Haynes, Authorized Signatory

01/22/2016

__Signature of Reporting Person

Date

Oceanic CL GP Limited, /s/ Anthony Haynes, Authorized Signatory

01/22/2016

__Signature of Reporting Person

Date

Oceanic CL Fund LP, By: Oceanic CL GP Limited, its General Partner, /s/ Anthony Haynes, Authorized Signatory

01/22/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The sales reported herein were effected on behalf of the CL Fund, as defined below.

The securities to which this filing relates are held directly by (i) Oceanic Hedge Fund, a Cayman Islands Open Ended Investment Company ("Oceanic"), (ii) Oceanic Opportunities Master Fund, L.P., a Delaware limited partnership (the "Master Fund") and (iii)

(2) Oceanic CL Fund LP, a Cayman Islands Exempted Limited Partnership ("CL Fund", and together with Oceanic and the Master Fund, the "Funds").

Oceanic Investment Management Limited, an Isle of Man Company (the "Manager") serves as investment manager to the Funds and has discretion over the portfolio securities beneficially owned by the Funds. Tufton Oceanic (Isle of Man) Limited, an Isle of Man Company ("TOL (Isle of Man)") controls the Manager and has discretion over the portfolio securities beneficially owned by the Funds. Oceanic

(3) Opportunities GP Limited, a Cayman Islands exempted company serves as general partner to the Master Fund and as such has discretion over the portfolio securities beneficially owned by the Master Fund. Oceanic CL GP Limited, a Cayman Islands exempted company serves as general partner to the CL Fund and as such has discretion over the portfolio securities beneficially owned by the CL Fund. Cato Brahde serves as the fund manager to the Funds and the managing director of TOL (Isle of Man).

(4) Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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